

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO**

TERRY MONSON, derivatively on behalf of )  
ASSOCIATED ESTATES REALTY CORP. )  
and individually on behalf of himself and all )  
other similarly situated shareholders of )  
ASSOCIATED ESTATES REALTY CORP., )

Plaintiff, )

vs. )

JEFFREY I. FRIEDMAN, ALBERT T. )  
ADAMS, MICHAEL E. GIBBONS, MARK )  
L. MILSTEIN, JAMES J. SANFILIPPO, )  
JAMES A. SCHOFF, RICHARD T. )  
SCHWARZ, and JAMES M. DELANEY, )

Defendants, )

-and- )

ASSOCIATED ESTATES REALTY CORP., )  
an Ohio Corporation, )

Nominal Defendant. )

Case No. 1:14-cv-01477

Judge Patricia A. Gaughan

**DECLARATION OF JAMES D. WILSON IN SUPPORT OF PLAINTIFF'S  
UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT**

I, JAMES D. WILSON, declare as follows:

1. I am a partner of the law firm James D. Wilson, LLC, which, along with Levi & Korsinsky LLP is counsel for Plaintiff Terry Monson (“Plaintiff”) in the above-captioned action (the “Action”). I have personal knowledge of the matters stated herein based on my active participation in all material aspects of the prosecution of this Action. If called upon, I could and would competently testify that the following facts are true and correct.

2. I make this declaration in support of Plaintiff’s Unopposed Motion for Preliminary Approval of Settlement.

3. Attached hereto as Exhibit “1” is a true and correct copy of the Stipulation of Settlement dated October 3, 2014. Attached to the Stipulation of Settlement as Exhibits A through D are true and correct copies of:

Exhibit A: [Proposed] Preliminary Approval Order

Exhibit B: Notice of Proposed Settlement of Derivative and Class Action

Exhibit C: Summary Notice of Proposed Settlement of Derivative and Class Action

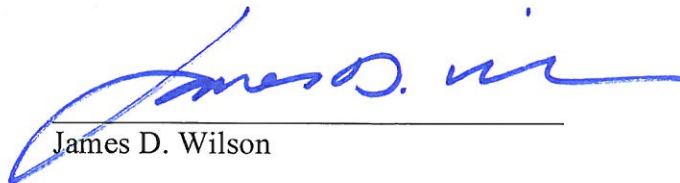
Exhibit D: [Proposed] Final Judgment and Order of Dismissal with Prejudice

4. Attached hereto as Exhibit “2” is a true and correct copy of Levi & Korsinsky LLP’s firm resume.

5. Attached collectively hereto as Exhibit “3” are true and correct copies of the preliminary approval orders entered in *Edwards v. Benson*, No. 2:13-cv-00330-BSJ (D. Utah May 19, 2014) (D.I. 58), *St. Louis Police Retirement System v. Severson*, No. 4:12-cv-05086-

YGR (N.D. Cal. April 15, 2014) (D.I. 104), and *Phillips v. Cross*, No. 1:13-cv-00948-RGA (D. Del. Oct. 22, 2013) (D.I. 16).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 3rd day of October, 2014.



James D. Wilson

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